

JOHNSON FISTEL, LLP
Frank J. Johnson (SBN 174882)
FrankJ@johnsonfistel.com
655 West Broadway, Suite 1400
San Diego, CA 92101
Telephone: (619) 230-0063
Facsimile: (619) 255-1856

GLANCY PRONGAY & MURRAY LLP
Robert V. Prongay (SBN 270796)
rprongay@glancylaw.com
1925 Century Park East, Suite 2100
Los Angeles, California 90067
Telephone: (310) 201-9150
Facsimile: (310) 201-9160

Co-Lead Counsel for Plaintiffs
[Additional Counsel on Signature Page]

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE GERON CORPORATION
STOCKHOLDER DERIVATIVE
LITIGATION.

Master File No. 3:20-cv-02823-WHA

**STIPULATION AND [PROPOSED] ORDER STAYING ACTION
PENDING OUTCOME OF RELATED SECURITIES CLASS ACTION**

1 WHEREAS, on April 23, 2020, Plaintiff Katharine Jameson filed her verified shareholder
 2 derivative complaint (the “*Jameson* Action”) against defendants John A. Scarlett, Karin Eastham,
 3 V. Bryan Lawlis, Susan M. Molineaux, Robert J. Spiegel, Daniel M. Bradbury, and Hoyoung Huh
 4 (the “Individual Defendants”) on behalf of Geron Corporation (the “Company”) alleging breaches
 5 of fiduciary duty, unjust enrichment, and violations of Section 14(a) of the Securities Exchange Act
 6 of 1934 (the “Exchange Act”);

7 WHEREAS, on April 2, 2021, Plaintiff Zachary Gamlieli filed a substantially similar
 8 derivative action in this District against the Individual Defendants (the “*Gamlieli* Action”), alleging
 9 breaches of fiduciary duty, unjust enrichment, and violations of Section 10(B) and 21D of the
 10 Exchange Act;

11 WHEREAS, on April 9, 2021, the Court consolidated the *Jameson* and *Gamlieli* Actions
 12 (the “Derivative Action”) and appointed Co-Lead Counsel for Plaintiffs;

13 WHEREAS, also pending before the Court is a class action, arising from events related to
 14 the Derivative Action, alleging violations of the federal securities laws against Geron and John A.
 15 Scarlett: *Tollen v. Geron Corp. et al.*, Case No. 20-CV-00547-WHA (the “Securities Class Action”);

16 WHEREAS, on April 12, 2021, the Court granted in part and denied in part the defendants’
 17 motion to dismiss the Securities Class Action;

18 WHEREAS, the Parties previously agreed to, and the Court ordered, a limited stay of the
 19 Derivative Action pending resolution of the plaintiffs’ class certification motion in the Securities
 20 Class Action (ECF No. 24);

21 WHEREAS, on April 2, 2022, the Court certified the Securities Class Action as a class action
 22 under Rule 23 of the Federal Rules of Civil Procedure;

23 WHEREAS, on June 7, 2022, Plaintiffs filed an amended shareholder derivative complaint
 24 (the “Amended Complaint”) (ECF No. 31);

25 WHEREAS, the trial is scheduled to begin in the Securities Class Action on
 26 ~~October 31, 2022~~; **January 17, 2023**

27

28

1 WHEREAS, on June 15, 2022, the Parties met and conferred about further proceedings in
2 the Derivative Action, as ordered by the Court (*see* ECF No. 28); and

3 WHEREAS, this stipulation is not a waiver of any Parties' rights, remedies, claims, or
4 defenses;

5 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by the Parties
6 hereto, through their undersigned counsel, subject to the approval of the Court, as follows:

7 1. The Derivative Action is stayed until the earlier of the following two events:
8 (a) public announcement of a settlement of the Securities Class Action; or (b) a final judgment in
9 the Securities Class Action, including the lapse of any time to appeal and/or the final non-appealable
10 resolution of any filed appeal.

11 2. Within fourteen (14) calendar days of the termination of the stay pursuant to
12 paragraph 1(a) or (b) above, the Parties shall meet and confer and submit an agreed-upon proposed
13 scheduling order governing further proceedings in this Derivative Action.

14 3. During the pendency of the stay, if a mediation or formal settlement conference is
15 held in effort to settle any factually related derivative action, Defendants shall provide Plaintiffs
16 with reasonable advance notice of, and invite Plaintiffs to participate in, the mediation or formal
17 settlement conference.

18 4. Any party may lift the stay in the Derivative Action without leave of Court by
19 providing written notice via email to all parties. Following such written notice, the Parties shall
20 meet and confer and submit an agreed-upon proposed scheduling order governing further
21 proceedings in this Derivative Action within fourteen (14) calendar days.

22 5. The initial case management conference scheduled for July 14, 2022, at 11:00 a.m.
23 (ECF No. 29), is taken off calendar, and all deadlines associated with or triggered by the Court
24 setting an initial case management conference are vacated.

25

26

27

28

1 DATED: June 22, 2022

JOHNSON FISTEL, LLP

2 By: /s/ Brett M. Middleton

3 Frank J. Johnson

4 Brett M. Middleton

5 Kristen O'Connor

6 655 West Broadway, Suite 1400

7 San Diego, CA 92101

8 Telephone: (619) 230-0063

9 Facsimile: (619) 255-1856

10 Email: brettm@johnsonfistel.com

11 frankj@johnsonfistel.com

12 kristeno@johnsonfistel.com

13 *Attorneys for Plaintiff Zachary Gamlieli*

14 DATED: June 22, 2022

GLANCY PRONGAY & MURRAY LLP

15 By: /s/ Benjamin I. Sachs-Michaels

16 Robert V. Prongay

17 Pavithra Rajesh

18 1925 Century Park East, Suite 2100

19 Los Angeles, California 90067

20 Telephone: (310) 201-9150

21 Facsimile: (310) 201-9160

22 Email: rprongay@glancylaw.com

23 prajesh@glancylaw.com

24 Matthew M. Houston

25 Benjamin I. Sachs-Michaels

26 712 Fifth Avenue, 31st Floor

27 New York, New York 10019

28 Telephone: (212) 935-7400

Matthew M. Houston

bsachsmichaels@glancylaw.com

22 *Attorneys for Plaintiff Katharine Jameson*

23 DATED: June 22, 2022

COOLEY LLP

24 By: /s/ Ryan E. Blair

25 Ryan E. Blair

26 4401 Eastgate Mall

27 San Diego, California 92121

28 Telephone: (858) 550-6000

Facsimile: (858) 550-6420

Email: rblair@cooley.com

1 John C. Dwyer
2 Brett H. De Jarnette
3 3175 Hanover Street
4 Palo Alto, CA 94304-1130
5 Telephone: (650) 843-5000
Facsimile: (650) 849-7400
Email: dwyerjc@cooley.com
bdejarnette@cooley.com

6 *Attorneys for Defendants Geron Corporation, John A.*
7 *Scarlett, Karin Eastham, V. Bryan Lawlis, Susan M.*
8 *Molineaux, Robert J. Spiegel, Olivia Bloom, Daniel M.*
Bradbury, Hoyoung Huh, and Stephen N. Rosenfield

9
10 Pursuant to Civil L.R. 5-1(i)(3), all signatories concur in filing this stipulation.

11 DATED: June 22, 2022 /s/ Brett M. Middleton
12 Brett M. Middleton

13 * * *

14 PURSUANT TO STIPULATION, IT IS SO ORDERED.

15
16 DATED: July 6, 2022 
17 HON. WILLIAM ALSUP
18 UNITED STATES DISTRICT JUDGE
19
20
21
22
23
24
25
26
27
28